

**IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF ALABAMA  
NORTHERN DIVISION**

**MOVIE GALLERY US, LLC,**

**Plaintiffs,**

**V.**

**MARK W. GREENSHIELDS,  
ASSOCIATED SOURCING, and  
ASSOCIATED SOURCING  
HOLDINGS, INC. d/b/a/ VIDEO  
LIBRARY,**

**Defendants.**

**Civil Action No.:  
2:07-CV-01032-MHT**

**DEFENDANTS' EXHIBIT LIST**

Come now Defendants **Mark W. Greenshields, Associated Sourcing and Associated Sourcing Holdings, Inc. d/b/a Video Library** pursuant to the Court's Scheduling Order in this matter and Rule 26(a)(3) of the Federal Rules of Civil Procedure and designate the following exhibits which they may use at the trial of this cause:

1. Movie Gallery Racking Locations  
MG 0877-0879
2. Movie Gallery Racking Locations  
MG 0761-0766
3. Movie Gallery Racking Locations  
(Based on MG 0877-0879)
4. Movie Gallery Racking Locations, color coded version  
(Based on MG 0877-0879 and MG 0514-0516)
5. Schedule 2.1 to 05/09/07 draft of Purchase & Sale Agreement: Racking Locations  
MG 0514-0516

6. Email(s) between Piwetz and Greenshields attaching Schedule 2.1 and other documents for Purchase & Sale Agreement dated 05/08/07  
GREEN 1707-1712
7. Email from Piwetz to Greenshields with Schedule 2.1 to Purchase & Sale Agreement: Racking Locations, dated 05/08/07  
MG 0282-0287
8. Movie Gallery List of Executory Contracts filed in Bankruptcy Court on 04/04/08, D.E. No. 2132
9. Movie Gallery List of Executory Contracts filed in Bankruptcy Court on 04/9/08, D.E. No. 2182
10. Movie Gallery List of Executory Contracts filed in Bankruptcy Court on 05/16/08, D.E. No. 2337
11. Email from Piwetz to Greenshields with 2005 and 2006 income statements for racking business, dated 02/19/07  
MG 0268-0271
12. Email from Piwetz to Greenshields with information on racking, dated 02/19/07  
MG 0275-0276
13. Email from Piwetz to Greenshields with 2004 income/cash flow statement for racking business, dated 02/22/07  
MG 0277-0279
14. Chart of financial information  
MG 0611-0615
15. "Bill to List" from 1/1/06-3/28/08  
MG 0880-0881
16. "Ship to List" from 1/1/06-3/28/08  
MG 0882-0884
17. "Billing" from 1/1/06-3/28/08)  
MG 0888-0947
18. "Revenue/Profit Spreadsheet" from 1/1/06-3/28/08  
MG 0948-0967
19. "Sell Through List" MG 0968-1007

20. Agreement for purchase and sale of Video Library Inc. shares to MG Midwest Inc. with schedules, dated 04/22/03  
MG 0008-0050
21. Asset purchase agreement between Rebecca Reno and WMI and MG Midwest Inc. with schedules, dated 04/22/03  
MG 0051-0184
22. Email(s) between Piwetz to Greenshields with initial draft of Purchase & Sale Agreement between Greenshields and Movie Gallery, dated 01/16/07  
MG 0185-186
23. Initial draft of Purchase & Sale Agreement between Greenshields and Movie Gallery, including exhibits A&B, dated 01/16/07  
MG 0187-0216
24. MG/Albert's Red Apple Customer Racking Agreement
25. MG/Big Horn IGA Customer Racking Agreement, dated 04/09/96  
MG 1220-1221
26. MG/Blanton's Market Customer Racking Agreement
27. MG/Brewster Marketplace Customer Racking Agreement, dated 03/15/02  
MG 1224-1225
28. MG/Cloniger's Customer Racking Agreement, dated 05/06/02  
MG 0797-0798
29. MG/Cloniger's Customer Racking Agreement, dated 04/09/05  
MG 0799-0801
30. MG/Island General Store Customer Racking Agreement, dated 04/17/03  
MG 1226-1227
31. MG/Jefferson IGA Customer Racking Agreement, dated 10/15/02  
MG 1222-1223
32. MG/Jim's Sentry Market (Thriftway) Customer Racking Agreement, dated 07/30/03  
MG 0817-0818
33. MG/Kirby Co. (Shelton Red Apple) Customer Racking Agreement, dated 06/23/03  
MG 0819-0820
34. MG/Kwik Stop Customer Racking Agreement, dated 06/19/92  
MG 0802-0807

35. MG/Kwik Stop Customer Racking Agreement, dated 09/01/94  
MG 0808-0813
36. MG/Kwik Stop Customer Racking Agreement, dated 03/15/97  
MG 0814-0815
37. MG/Little Horn IGA Customer Racking Agreement, dated 02/13/02  
MG 1218-1219
38. MG/Martin's Marketplace Customer Racking Agreement, dated 12/02/02  
MG 1211-1212
39. MG/Midtown Market Customer Racking Agreement, dated 07/08/04  
MG 1228-1230
40. MG/Milligan's IGA Customer Racking Agreement, dated 09/26/99  
MG 1216-1217
41. MG/Olie's Sinclair Customer Racking Agreement, dated 04/01/01  
MG 0793-794
42. MG/Rowli's Food Farm Customer Racking Agreement, dated 11/01/93  
MG 1213-1215
43. MG/Salkum Super Customer Racking Agreement, dated 02/13/03  
MG 0795-0796
44. ASG Video/Albert's Red Apple Customer Racking Agreement, dated 08/14/07  
ASG 1083-1086
45. ASG Video/Big Horn IGA Customer Racking Agreement, dated 08/30/07  
ASG 1114-1116
46. ASG Video/Blanton's Market Customer Racking Agreement, dated 11/16/07  
ASG 1203-1205
47. ASG Video/Brewster Marketplace Customer Racking Agreement, dated  
03/04/08  
ASG 1170-1172
48. ASG Video /Cloniger's Customer Racking Agreement, dated 11/06/07  
ASG 1119-1122
49. ASG Video/Island General Store Customer Racking Agreement, dated 11/09/07  
ASG 1123-1126

50. ASG Video/Jefferson IGA Customer Racking Agreement, dated 10/12/07  
ASG 1117-1118
51. ASG Video/Jim's Thriftway Customer Racking Agreement, dated 08/21/07  
ASG 1095-1118
52. ASG Video/Kirby Co. (Shelton Red Apple) Customer Racking Agreement, dated 08/12/07  
ASG 1091-1094
53. ASG Video/Kwik Stop Customer Racking Agreement, dated 08/27/07  
ASG 1099-1102
54. ASG Video/Little Horn IGA Customer Racking Agreement, dated 08/30/07  
ASG 1111-1113
55. ASG Video /Martin's Marketplace Customer Racking Agreement, dated 03/14/08  
ASG 1210-1213
56. ASG Video/Midtown Market Customer Racking Agreement, dated 08/27/07  
ASG 1107-1110
57. ASG Video/Milligan's IGA Customer Racking Agreement, dated 10/01/07  
ASG 1185-1187
58. ASG Video/Olie's Corner Customer Racking Agreement, dated 08/14/07  
ASG 1080-1082
59. ASG Video/Rowli's Food Farm Customer Racking Agreement, dated 08/27/07  
ASG 1103-1106
60. ASG Video/Salkum Super Customer Racking Agreement, dated 08/21/07  
ASG 1087-1090
61. ASG Video/Mini Merc Customer Racking Agreement, dated 09/19/07  
ASG 1128-1130
62. ASG Video/Belt Valley Grocery Customer Racking Agreement, dated 02/19/08  
ASG 1196-1198
63. ASG Video/Brown & Cole Customer Racking Agreement, dated 11/14/07  
ASG 1199-1202
64. ASG Video/Rockin J Customer Racking Agreement, dated 04/08  
ASG 1203-1205

65. ASG Video/Skiles Corp. (Pioneer Market) Customer Racking Agreement, dated 10/19/07  
ASG 1192-1122
66. Jared Smith/ASG Proprietary Information & Inventions Agreement, dated 07/16/07  
ASG 0156-0161
67. Adam Plymale/ASG Proprietary Information & Inventions Agreement, dated 07/17/07  
ASG 0165-0170
68. Andrew Kiel/ASG Proprietary Information & Inventions Agreement, dated 08/06/07  
ASG 1074-1079
69. ASG Lease for Billings Warehouse, dated 09/20/07  
ASG 1131-1134
70. Email(s) between Piwetz and Greenshields regarding no Movie Gallery contracts and non-competes with Movie Gallery employees, dated 05/11/07  
GREEN 01861-01866
71. Emails between Greenshields and Piwetz regarding no Movie Gallery contracts with employees, dated 05/09/07  
MG 0788-0792
72. Email(s) between Brown and Greenshields regarding use of form for transfer of Movie Gallery intellectual property, dated 05/14/07  
GREEN 1967-1969
73. Email(s) between Piwetz and Greenshields regarding Movie Gallery financial info for due diligence, dated 01/05/07  
GREEN 0144-0147
74. Lougee Call Log, MG 0624-0630
75. Bad Bear Productions Business Plan, Lougee Deposition Exhibit No. 9  
RkyMtn 0001-0217
76. Email chain between Greenshields, Piwetz, and Brown regarding transfer of tradename, dated 05/13-14/07  
MG 0609-0610
77. Emails between Piwetz, Brown, Greenshields, and Sailer regarding assignment of tradename, dated 05/14/07  
MG 0601-0604

- 78. Email between Sailer and Piwetz attaching assignment form for tradename, dated 05/14/07  
MG 0606-0608
- 79. Email between Piwetz to Greenshields with profile information request, dated 03/08/07  
MG 0280-0281
- 80. Email between Piwetz to Greenshields regarding tradename and trademark transfer, dated 05/14/07  
GREEN 001960 – 001961
- 81. Email between Piwetz to Greenshields regarding tradename and trademark transfer, dated 05/14/07  
GREEN 001964 – 001966
- 82. Movie Gallery Associate Acknowledgment Form, Piwetz Deposition Exhibit No. 14A
- 83. Asset Purchase Agreement, Piwetz Deposition Exhibit No. 21  
MG 0051-0184
- 84. Agreement for Purchase and Sale of Shares, Piwetz Deposition Exhibit No. 22  
MG 0008-0050
- 85. Employment Agreement/Covenant Not to Compete, Piwetz Deposition Exhibit No. 23  
MG 0619-0622
- 86. Video Library Summary of Lost Accounts Damages Model,  
Piwetz Deposition Exhibit No. 24  
GREEN 1975
- 87. Confidentiality Agreement signed by Jeremy Lougee, dated 07/26/07, Lougee Deposition Exhibit No. 8
- 88. Internal Commercial Loan Request, Lougee Deposition Exhibit No. 10  
RM 000011-000013
- 89. "Your Net Worth" Document, Lougee Deposition Exhibit No. 11  
RM 000122-000123
- 90. Confidentiality Agreement, Lougee Deposition Exhibit No. 12  
MG 0002-0007

91. Movie Gallery, Inc. Code of Business Conduct and Ethics,  
Lougee Deposition Exhibit No. 13  
MG 0825-0833
92. Movie Gallery Associate Handbook, Lougee Deposition Exhibit No. 14  
MG 0834-0865
93. Bankruptcy Court Notice Plan Supplement, Lougee Deposition Exhibit No. 15
94. Set of Standard Lease Agreements, Lougee Deposition Exhibit No. 16  
MG 0793-0820, ARA 0001-0004, Horn IGA 0003-0008
95. Standard Lease Agreements, Lougee Deposition Exhibit No. 17A - 17I
96. Account List, Lougee Deposition Exhibit No. 18  
MG 0877-0879
97. ASG Video Business Cards for Adam Plymale, Jared Smith and Andrew Kiel  
ASG 001051-001052
98. ASG Video correspondence to new customers  
ASG 001161-00164, ASG 001228, ASG 001249-001262, ASG 001265, ASG  
001269-001270, ASG 001274, ASG 001277, ASG 001281, ASG 001285, ASG  
001290-001297, ASG 001302-001304, ASG 001309-001311, ASG 001316-001377,  
ASG 001404-001406, ASG 001411-001414, ASG 001419, ASG 001423-001424,  
ASG 001425, ASG 001430-001432, ASG 001436, ASG 001445-001447, ASG  
001455, ASG 001458, ASG 001465, ASG 001473, ASG 001475-001477, ASG  
001482, ASG 001487-001488, ASG 001494-001497, ASG 001502-001503, ASG  
001508-001509, ASG 001512-001521, ASG 001552, ASG 001556, ASG 001560-  
001561, ASG 001567, ASG 001574-001575, ASG 001578-001580, ASG 001584-  
001587, ASG 001595-001597, ASG 001603-001604, ASG 001607, ASG 001609,  
ASG 001614-001615, ASG 001621, ASG 001626, ASG 001667-001669, ASG  
001675, ASG 001678, ASG 001681, ASG 001687, ASG 001692, ASG 001697,  
ASG 001705, ASG 001712, ASG 001717-001719, ASG 001723, ASG 001732-  
001734, ASG 001742, ASG 001745, and ASG 001752
99. ASG Video Power Point Presentations to potential customers  
ASG 001145-001159, ASG 001221-001227, ASG 001229-001235, ASG 001237-  
001248, ASG 001263-001264, ASG 001266-001268, ASG 001271-001273, ASG  
001275-001276, ASG 001278-001280, ASG 001282-1284, and ASG 001286-  
001289
100. ASG Video letterhead  
ASG 001160



101. Library Video Company webpage and corporate information  
ASG 001781 – 001785
102. Video Library Company webpage and corporate information  
ASG 001772 – 001777
103. Screenshot of vidlibrary.com current webpage and earlier webpages  
ASG 001778 – 001780
104. Screenshot of ASGVideo.net webpage  
ASG 001786
105. Notice of Abandonment: Trademark Application Mark Video Library, dated  
05/01/08  
ASG 001770 – 001771
106. Cover letter to document production and note regarding 09/17/07 notice to Movie  
Gallery regarding termination of Movie Gallery contract  
Rowlis 0001 and 08
107. ASG Video financial information  
ASG 001760 to 001769
108. Draft #1 (1-16-07) of Asset Purchase Agreement  
GREEN 000171-000200
109. Draft # 2 (2-08-07) of Asset Purchase Agreement  
GREEN 000252-000282
110. Draft # 2 (2-08-07) of Asset Purchase Agreement redline  
GREEN 000283-000313
111. Draft # 3 (2-20-07)of Asset Purchase Agreement  
GREEN 001027-001069
112. Draft # 3 (2-20-07)of Asset Purchase Agreement Redline  
GREEN 001073-001102
113. Draft # 4 (3/28/07) of Asset Purchase Agreement  
GREEN 001362-001406
114. Draft # 4 (3/28/07) of Asset Purchase Agreement Redline  
GREEN 001407-001437
115. Draft # 7 (Rental Only) (5-7-07) of Asset Purchase Agreement  
GREEN 001670-001699

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| 116. | Draft # 7 (Rental Only) (5-7-07) of Asset Purchase Agreement Redline<br>GREEN 001732-001761  |
| 117. | Plaintiff Movie Gallery's Answers to Defendant Mark Greenshields' First Interrogatories and Requests for Production                                |
| 118. | Plaintiff Movie Gallery's Answers to Defendant Mark Greenshields' First Request for Admissions   |
| 119. | Plaintiff Movie Gallery's Answers to Defendant ASG Video's Second Discovery Requests   |
| 120. | Plaintiff Movie Gallery's Answers to Defendant Mark Greenshields' First Discovery Requests   |
| 121. | Plaintiff Movie Gallery's Supplemental Answers to Defendant Associated Sourcing Holdings, Inc.'s First Interrogatories and Requests for Production |

In addition to the above-listed exhibits, Defendants reserve the right (a) to designate any exhibit designated by Plaintiff, (b) to designate additional exhibits after reviewing Plaintiff's exhibit list, (c) to designate any document produced on or after June 6, 2008, (d) to designate any exhibit to or a document relevant to a deposition taken on or after June 6, 2008, (e) to use any document to refresh a witness's recollection, (f) to use any document to impeach a witness, and (g) to supplement this exhibit list.

Respectfully submitted this the 10<sup>th</sup> day of June.

s/ Charles A. Stewart III  
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**CERTIFICATE OF SERVICE**

I hereby certify that on June 10, 2008, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the following:

Jeffrey M. Grantham  
M. Lee Huffaker  
J. Ethan McDaniel  
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and I hereby certify that I have mailed by United States Postal Service the document to the following non-CM/ECF participants: n/a.

s/ Charles A. Stewart III  
\_\_\_\_\_  
OF COUNSEL